

**THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:	§	Chapter 11
	§	
Eco-Stim Energy Solutions, Inc.,	§	CASE NO. 20-32167
Eco-Stim, Inc.,	§	CASE NO. 20-32169
Debtors.	§	(Jointly Administered)

**ORDER AUTHORIZING AND APPROVING DEBTOR'S ASSUMPTION OF
INCENTIVE AGREEMENT WITH ALEXANDER NICKOLATOS**

Upon the motion (the “*Motion*”)¹ of the above-captioned debtors and debtors in possession (collectively, the “*Debtors*”) for entry of an order (this “*Order*”), authorizing and approving incentive agreement with Alexander Nickolatos (the “*Letter Agreement*”), all as more fully set forth in the Motion; and upon the Stewart Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “*Hearing*”); and this Court having determined that the legal and factual bases set forth

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The terms of the Letter Agreement, as modified as requested by the Official Committee of Unsecured Creditors and attached to this order as Exhibit A, are fair and reasonable.
3. The Letter Agreement attached hereto as Exhibit A is authorized and approved in its entirety, provided however, that while the Committee has approved the retention and the financial terms as reflected in the attached amended letter agreement, the Committee reserves all of their rights with regard to the other factual statements set forth in the attached amended letter agreement.
4. The Debtors are authorized, pursuant to sections 503 of the Bankruptcy Code, to take all actions necessary to follow the Letter Agreement on the terms and conditions set forth in the Motion, including making any payments that come due pursuant to the terms thereof during these chapter 11 cases and without the need for further Court approval.
5. Notwithstanding the relief granted herein or any action taken hereunder, nothing contained in this Order shall create any rights in favor of, or enhance the status of, any claim held by any employee or other person or entity.
6. Notice of the Motion satisfies the requirements of Bankruptcy Rule 6004(a).
7. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.
8. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Houston, Texas
Dated: May __, 2020

UNITED STATES BANKRUPTCY JUDGE